

Appointed Date and prior to the Effective Date shall have been or deemed to have been accrued to and/or acquired for and on behalf of the Transferee Company and shall, upon the coming into effect of this Scheme, pursuant to the provisions of Section 394 of the Act, without any further act, instrument or deed be and stand transferred to or vested in or be deemed to have been transferred to or vested in the Transferee Company to that extent and shall become the estates, assets, right, title, interests and authorities of the Transferee Company.

6. (a) With effect from Appointed Date and up to and including the Effective Date:
- (i) the Transferor Company shall carry on and shall be deemed to have carried on all its business and activities as hitherto and shall hold and stand possessed of and shall be deemed to have held and stood possessed of the Undertaking on account of, and in trust for, the Transferee Company;
 - (ii) the Transferor Company shall carry on its business and activities with reasonable diligence and business prudence and shall not, undertake any additional financial commitments of any nature whatsoever, borrow any amounts nor incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitments either for itself or on behalf of its subsidiaries or group companies or any third party, or alienate, charge, mortgage or encumber the Undertaking, without the prior written consent of the Transferee Company.
- (b) With effect from the Appointed Date, all the profits or incomes accruing or arising to the Transferor Company, or expenditure or losses arising or incurred (including the effect of taxes, if any, thereon) by the Transferor Company shall, for all purposes, be treated and be deemed to be treated and accrue as the profits or incomes or expenditure or losses or taxes of the Transferee Company, as the case may be.
- (c) With effect from the Appointed Date and upon the Scheme becoming effective, the unabsorbed depreciation and losses of the Transferor Company shall be treated as the unabsorbed depreciation and losses of the Transferee Company as on the Appointed Date and the Transferee Company shall be entitled to carry forward the losses and unabsorbed depreciation of the Transferor Company and to revise its income tax returns including any loss returns, related tax deduction certificated and to claim refunds, advance tax credits, etc, accordingly.
7. (a) Upon the coming into effect of this Scheme, all suits, actions and proceedings by or against the Transferor Company pending and/or arising on or before the Effective Date shall be continued and be enforced by or against the Transferee Company as effectually as if the same had been pending and/or arising by or against the Transferee Company.



- (b) The Transferee Company undertakes to have all legal or other proceedings initiated by or against the Transferor Company referred to in sub-clause (a) above transferred to its name and to have the same continued, prosecuted and enforced by or against the Transferee Company.
8. (a) Upon the coming into effect of this Scheme, and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements and other instruments of whatsoever nature to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible, and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect against or in favour of the Transferee Company as the case may be and be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligee thereto. The Transferee Company shall, wherever necessary, enter into and/or issue and/or execute deeds, writings or confirmations at any time prior to the Effective Date, enter into any tripartite arrangements, confirmations or novations to which the Transferor Company will, if necessary, also be a party in order to give formal effect to the provisions of this Clause.
- (b) The Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds of confirmation in favour of any party to any contract or arrangement to which the Transferor Company is a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Transferor Company to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Company to be carried out or performed.
9. (a) All employees, if any, of the Transferor Company in service on the Effective Date, shall become the employees of the Transferee Company on such date without any break or interruption in service and on terms and conditions as to remuneration not less favourable than those subsisting with reference to the Transferor Company as on the said date. It is clarified that the variation as a result of amalgamation by the Transferee Company of terms and conditions of employment on which employees are engaged by the Transferor Company would be deemed to be break or interruption in service of the employees.
- (b) The Transferee Company shall be liable to pay and shall pay to each of the employees such compensation in the event of the retrenchment of any of them as they may be entitled to receive according to any agreement between them and the Transferor Company or between them and the Transferee Company as the case may be, or as may be required by any law for the time being in force, such compensation to be paid to each of them on the basis that his service has been continuous and has not been interrupted by virtue



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of the said Undertaking having been amalgamated with the Transferee Company under this Scheme.

10. The transfer of the said assets and liabilities of the Transferor Company to the Transferee Company and the continuance of all the contracts or proceedings by or against the Transferee Company shall not affect any contract or proceedings relating to the said assets or the said liabilities already concluded by the Transferor Company on or after the Appointed Date.

PART IV - REORGANISATION OF CAPITAL

11. (a) Upon the coming into effect of this Scheme, since the Transferor Company is a wholly owned subsidiary of the Transferee Company, no equity shares or other shares of the Transferee Company shall be allotted in lieu or exchange of holding of the shares in the Transferor Company by the Transferee Company and the share capital of the Transferor Company shall stand cancelled and deemed to be cancelled and extinguished without any further act or deed with effect from the Appointed Date; and
- (b) The Transferor Company shall be entitled to declare and pay dividend to its shareholders for any financial year or any period after the Appointment Date subject, however, to the prior written approval of the Board of Directors of the Transferee Company.

PART V - GENERAL TERMS AND CONDITIONS

12. **ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEEE COMPANY**

On the Scheme becoming effective, the Transferee Company shall account for the merger in its books with effect from the Appointed Date as under:

- (a) The Transferee Company would follow 'pooling of interest' method as prescribed in the Accounting Standard 14: 'Accounting for Amalgamations' as notified under Section 211(3C) of the Companies Act, 1956 and shall record the assets, liabilities and reserves (including balance in profit & loss account) of the Transferor Company vested in it pursuant to the Scheme, at their respective book values;
- (b) The difference being the excess/ deficit of the amount of investment in the Transferor Company as appearing in the books of the Transferee Company over the share capital of the Transferor Company, if any, shall be adjusted in the reserves of the Transferee Company;
- (c) In case of any difference in accounting policies between the Transferor Company and the Transferee Company, the impact of the such difference will be quantified and adjusted in the books of the Transferee Company in accordance with the principles enunciated by applicable Accounting Standards; and

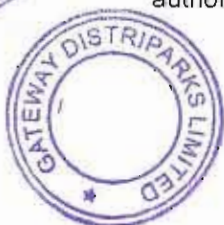


- (d) As contemplated by Clause 11(a) above, the share capital of the Transferor Company shall stand cancelled and deemed to be cancelled and extinguished without any further act or deed.
13. The Transferor Company and the Transferee Company shall, forthwith, make applications/petitions under Sections 391 and 394, and other applicable provisions of the said Act to the High Court of Judicature at Chennai and the High Court of Judicature at Mumbai, respectively, and / or such other competent authorities for sanctioning of this Scheme under the provisions of law, and obtain all approvals as may be required under law.
14. The present Scheme shall have effect in terms of Section 391 to 394 of the Act.
15. (a) The Transferor Company and the Transferee Company may assent from time to time on behalf of all persons concerned to any modifications or amendments or additions to this Scheme or to any conditions or limitations which either the Boards of Directors of the Transferor Company and the Transferee Company deem fit, or which the High Courts of Judicature at Chennai and Mumbai and/or any other competent authorities under law may deem fit to approve of or impose and which the Transferor Company and the Transferee Company may in their discretion deem fit and to resolve all doubts or difficulties that may arise for carrying out this Scheme and to do and execute all acts, deeds, matters and things necessary for bringing this Scheme into effect, or to review the position relating to the satisfaction of the conditions to this Scheme and if necessary, to waive any of those (to the extent permissible under law). The aforesaid powers of the Transferor Company and the Transferee Company may be exercised by their respective Boards of Directors, a committee or committees of the concerned Board or any Director or any other person authorised in that behalf by the concerned Board of Directors.
- (b) For the purpose of giving effect to this Scheme or to any modifications or amendments thereof or additions thereto, the respective Boards of Directors, a committee or committees of the concerned Board or any Director or any other person authorised in that behalf by the concerned Board of Directors of the Transferor Company and Transferee Company may give and are authorised to determine and give all such directions as are necessary including directions for settling or removing any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.
16. This Scheme is conditional upon and subject to:

- (a) the Scheme being agreed to by the requisite majorities of the members of the Transferor Company and the Transferee Company as required under the Act and the requisite orders of the High Courts of Judicature at Chennai and Mumbai and/or such other competent authorities;



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- (b) such other sanctions and approvals including sanctions of any governmental or regulatory authority, creditor, lessor, or contracting party as may be required by law or contract in respect of the Scheme being obtained; and
- (c) the certified copies of the court orders referred to in this Scheme being filed with the Registrar of Companies, Tamil Nadu and Registrar of Companies, Maharashtra.
17. With effect from the Appointed Date and on the Scheme becoming effective, the Transferor Company shall stand dissolved without being wound up.
18. (a) The Transferor Company and the Transferee Company through their respective Board of Directors may assent from time to time on behalf of all the persons concerned to any modification(s) or amendment(s) to the Scheme or agree to any terms and /or conditions which the Courts and/or any other authorities under law may deem fit to director or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/ or carrying out the Scheme and do all acts, deeds, and things as may be necessary desirable or expedient for putting the Scheme into effect. All amendments / modifications shall be subject to approval of the High Courts.
- (b) For the purpose of giving effect to the Scheme or to any modification thereof, the Directors of the Transferee Company are hereby authorised to give such directors and/or to take such steps as may be necessary or desirable including giving any directions for settling any question or doubt or difficulties whatsoever that may arise.
19. The Effective Date of the Scheme shall be the date on which any of the aforesaid acknowledgment for filing, sanctions or approvals referred to in Clause 17 (b) and (c) above shall be obtained last.
20. All costs, charges and expenses, including any taxes and duties of the Transferor Company and Transferee Company respectively in relation to or in connection with this Scheme and incidental to the completion of the amalgamation of the Transferor Company in pursuance of this Scheme shall be borne and paid on an attorney and client basis by the Transferee Company alone.



For Gateway Distriparks Ltd.

A handwritten signature in blue ink, appearing to read "R. Kumar".

R. Kumar
Dy. Chief Executive Officer and
Chief Finance Officer-Cum-Company
Secretary

CERTIFICATE

Gateway Distriparks Limited (GDL) is in the business of Container Freight Station, Rail Logistics and Cold Chain & related logistics, operating at various locations throughout the country, directly and through its subsidiary Companies.

GDL operates Container Freight Stations (CFS) at JNPT, which accounts for over 50% of India's containerized EXIM cargo traffic.

GDL's 100% subsidiary company, Gateway Distriparks (South) Private Limited (GDSPL) operates CFS at Chennai servicing the Chennai Port, which accounts for around 20% of India's containerized EXIM traffic. GDSPL has made substantial profits from its operations and has built up good Reserves and surplus, in its Balance Sheet.

Consolidating the business, which cater to common pool of customers (Shipping lines, Importers, Exporters, Cargo Consolidators, Freight Forwarders etc.) at both locations which together account for over 70% of India's containerized EXIM traffic, would lead to several benefits such as improvement in marketing / operations, better servicing of customers, rationalizing costs and improving the financial position of the consolidated entity.

With these objectives, the Boards of Directors of GDL & GDSPL have decided to amalgamate GDSPL with GDL with effect from 1-April-2014.

The Scheme would not result in issue of any new shares, since GDSPL is a 100% subsidiary company and would also improve the standalone results of the Company significantly.

As per the financials of Gateway Distriparks (South) Pvt. Ltd. as on 31 Dec. 2013, the Net Asset Value is Rs. 950.99

| Gateway Distriparks (South) Pvt. Ltd. | | |
|---------------------------------------|---------|---------|
| Book Value as on December 31, 2013 | | |
| Non-Current Liabilities | Rs. Mn. | Rs. Mn. |
| Long-Term Borrowings | (12.74) | |
| Deferred Tax Liabilities (Net) | (10.69) | |
| Long-Term Provisions | (6.92) | |
| Total-Non-Current Liabilities | | (30.36) |




CIN : L74899MH1994PLC164024

Registered Office :

Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai - 400 707.

| | | |
|----------------------------------|---------|----------------|
| Current Liabilities | | |
| Trade Payables | (8.45) | |
| Other Current Liabilities | (46.06) | |
| Short-Term Provisions | (3.18) | |
| Total Current Liabilities | | (57.69) |
| Non-Current Assets | | |
| Fixed Assets | 295.58 | |
| Non-Current Investments | 267.54 | |
| Long-Term Loans and Advances | 111.00 | |
| Other Non-Current Assets | 51.83 | |
| Total Non-Current Assets | | 725.96 |
| Current Assets | | |
| Trade Receivables | 78.82 | |
| Cash and Bank Balances | 220.43 | |
| Short-Term Loans and Advances | 9.58 | |
| Other Current Assets | 4.25 | |
| Total Current Assets | | 313.09 |
| BOOK VALUE | | 950.99 |

As per the draft Scheme of Amalgamation, no new shares are proposed to be issued in consideration of the merger of GDSPL with GDL. Accordingly, no valuation process is applicable to the above mentioned Scheme of Amalgamation. In our opinion, the above is fair since the shareholders of GDL will continue to remain beneficial owners of GDL and GDSPL in the same proportion as they were prior to the merger.



R KUMAR
Dy. CEO & CFO cum Company Secretary





REPORT OF THE AUDIT COMMITTEE OF GATEWAY DISTRI PARKS LIMITED (the "COMPANY") RECOMMENDING THE DRAFT SCHEME OF AMALGAMATION OF 100% WHOLLY OWNED SUBSIDIARY, GATEWAY DISTRI PARKS (SOUTH) PRIVATE LIMITED WITH THE COMPANY

Members:

| | |
|------------------------|----------|
| Mr. K.J.M. Shetty, | Chairman |
| Mr. Gopinath Pillai | Member |
| Mr. M P Pinto | Member |
| Mr. Shabbir Hassanbhai | Member |
| Mr. Saroosh Dinshaw | Member |

Present:

Mr. P K Gupta Dy. Chairman and Managing Director

In Attendance:

Mr. R. Kumar Dy. CEO & CFO-cum-Company Secretary

Background:

The Company has placed before the Audit Committee, a draft Scheme of Amalgamation for the merger of Gateway Distriparks (South) Private Limited (GDSPL), a 100% wholly owned subsidiary, with the Company for recommendation of the Scheme by the Audit Committee, as required by SEBI Circular No. CIR/CFD/DIL/S/2013 dated 4-Feb-2013.

This report of the Audit Committee is made in order to comply with the requirements of the Circular, after considering the draft Scheme of Amalgamation.

Gateway Distriparks (South) Private Limited is a wholly owned subsidiary of the Company. Post merger, the shares of GDSPL will stand cancelled and no new shares will be issued or consideration paid by the Company. Hence, valuation process is not applicable to this Scheme.

Proposes Scheme of Amalgamation:

The salient features of the Scheme are as under:

- The Scheme provides for merger of GDSPL with the Company.
- The appointed date of the Scheme is fixed as 1-April -2014

CIN : L74899MH1994PLC164024

Registered Office :

Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai - 400 707.

- The Scheme provides for transfer of assets and liabilities of GDSPL on a going concern basis.
- Upon the Scheme coming into effect, all equity shares of GDSPL held by the company shall stand cancelled without any further application, act or deed. It is clarified that no new shares shall be issued or payment made in cash whatsoever by the company in lieu of such shares of GDSPL.
- In terms of the Scheme of Amalgamation, GDSPL will be amalgamated with the Company, followed by the dissolution without winding up of GDSPL.

Recommendations of the Committee:

The Audit Committee recommends for favorable consideration the draft Scheme of Amalgamation, taking into consideration that no valuation is required.

Date: 31 - Jan - 2014

Place: New Delhi



Chairman - Audit Committee

CIN : L74899MH1994PLC164024

Registered Office :

Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai - 400 707.

Tel. : +91-22-2724 6500 to 12 (Board) • Fax : +91-22-2724 6538 • E-mail: gdlcfs@gateway-distriparks.com • Website : www.gateway-distriparks.com

Private and confidential

Date: 9 May, 2014

To,
The Board of Directors
Gateway Distriparks Limited
Sector 6, Dronagiri,
Taluka Uran, District Raigad
Navi Mumbai – 400 707

Sub : Fairness Opinion for the proposed scheme of Amalgamation of Gateway Distriparks (South) Private Limited with Gateway Distriparks Limited in terms of Clause 24(f) and 24 (h) of the listing agreement

We, Elara Capital (India) Private Limited, a Category I Merchant Banker, have been appointed to issue fairness opinion as required under Clause 24(f) and 24(h) of the listing Agreement and SEBI Circular no. C1R/CFD/DIL/5/2013 dated February 4, 2013 and CIR/CFD/DIL/8/2013 dated May 21, 2013.

Background:

Gateway Distriparks Limited (GDL) is in the business of Container Freight Station, Rail Logistics and Cold Chain & related logistics, operating at various locations throughout the country, directly and through its subsidiary Companies. GDL operates Container Freight Stations (CFS) at JNPT. The equity shares of GDL are listed on the BSE Limited and National Stock Exchange of India Limited.

GDL's 100% subsidiary company, Gateway Distriparks (South) Private Limited (GDSPL) operates CFS at Chennai, servicing the Chennai Port.

Transaction Overview:

We understand that the Board of Directors of Gateway Distriparks Limited ("Transferee Company") in their meeting held on February 6, 2013 and January 31, 2014 have considered and approved the draft scheme of amalgamation in order to merge Gateway Distriparks (South) Private Limited ("Transferor Company") with the Transferee Company pursuant to sections 391 to 394 and other relevant provisions of the Companies Act, 1956.

The Transferor Company is a wholly owned subsidiary of the Transferee Company and its entire equity share capital is held by the Transferee Company in its own name and/or jointly with its nominees. Accordingly, there would be no issue of equity shares of the Transferee Company to the shareholders (including those holding the shares as nominees of the Transferee Company) of the "Transferor



Jayant Bunkar

Company". Pursuant to the merger of the Transferor Company with the Transferee Company, the investment in the equity shares of the Transferor Company, appearing in the books of account of the Transferee Company shall stand cancelled.

Role of Elara Capital (India) Private Limited

Through an Engagement letter dated 28th April, 2014, has been appointed to issue a fairness opinion as required under clause 24(f) and 24(h) of the listing Agreement and SEBI Circular no. C1R/CFD/DIL/5/2013 dated February 4, 2013 and CIR/CFD/DIL/8/2013 dated May 21, 2013.

Sources of Information

For the purpose of this exercise we have relied upon the following documents:

- Draft Scheme of Amalgamation;
- Book values of assets and liabilities (net asset value) of the Transferee Company as on December 31, 2013, both Pre & Post amalgamation with the Transferor Company, computed by M/s Rakesh Garg & Associates, Chartered Accountants, vide their letter dated February 26, 2014.
- Copy of Memorandum and Articles of Association of the Transferor Company.
- Copy of Memorandum and Articles of Association of the Transferee Company.
- Annual Report of the Transferor Company for financial year ended March 31, 2012 and March 31, 2013.
- Certificate of Compliance of Accounting Standards issued by M/s Price Waterhouse, Firm Registration Number: FRN 301112E, Chartered Accountants.
- Resolution passed by the Board of Directors of the Transferee Company at its meeting held on February 6, 2013 and January 31, 2014 approving the draft scheme of amalgamation.
- Certified true copy of the Board resolution of the Transferor Company at its meeting held on February 4, 2013 and January 31, 2014 approving the draft scheme of amalgamation.

Based on the examination of the aforesaid documents, discussions with the representatives of Transferee Company and representation by the Transferor Company and the Transferee Company that the Transferor Company shall be the wholly owned subsidiary company of the Transferee Company till the date the scheme of amalgamation is effected, we, in the capacity of Merchant Banker do hereby certify:

"No new equity shares will be issued under the Scheme of Amalgamation as the Transferor Company is wholly owned subsidiary of the Transferee Company and is fair and reasonable to the holders of equity shares of the Transferee Company."

Disclaimer:

Our scope of work did not include the following:

- Financial or legal due diligence of the Companies discussed in this opinion.
- Preparation of any business plan or financial model for the companies discussed in this Opinion.
- Independent valuation or appraisal of any assets or liabilities of the Companies.



Jayant Prakash

Our work does not constitute verification of historical financials or including the working results of the Companies referred to in this certificate. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information of the Companies referred to in this certificate.

Our opinion is not intended to and does not constitute a recommendation to any shareholders as to how such shareholder should vote or act in connection with the scheme or any such matter related therein.

Our opinion is not, nor should it be construed as our opinion or certifying the compliance of the proposed merger with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon.

We assume no responsibility for updating or revising our opinion based on circumstances or events occurred after the date hereof. We do not express any opinion as to the price at which shares of the Transferee Company may trade, at any time including subsequent to the date of this opinion.

It may be noted that to issue the fairness opinion we have assumed and relied upon, without independent verification, the accuracy and completeness of all information that was publicly available or provided or otherwise made available to us by Gateway Distriparks Limited. We also understand that the representatives of the Company during our discussion with them would have drawn our attention to all such information and matters which may have an impact on our opinion.

This certificate is issued for the sole purpose to facilitate the Company to comply with Clause 24(f) and 24(h) of the listing Agreement and SEBI Circular no. CIR/CFD/DIL/5/2013 dated February 4, 2013 and CIR/CFD/DIL/8/2013 dated May 21, 2013.

The certificate is valid till the Transferor Company is wholly owned subsidiary of the Transferee Company.

In no event shall Elara Capital (India) Private Limited, its affiliates, Directors and employees thereof be liable for any damages, losses, costs or any other consequences arising out of or in connection with this opinion.

Yours sincerely

For **Elara Capital (India) Private Limited**

Jayant Prakash

Jayant Prakash

Company Secretary & Compliance Officer



The end post shareholding pattern of the Transferee company is the same as there is no issue of shares pursuant to the scheme of amalgamation between the wholly owned subsidiary and the parent company.

Introductory sub-table (I)(a)

| Name of the Company: GATEWAY DISTRI PARKS LIMITED | | | |
|---|-------------------------------|--|--|
| Scrip Code, Name of the scrip, class of security: 532622 - GDL, EQUITY | | | |
| Quarter ended: 31-MAR-2014 | | | |
| Partly paid-up shares:- | No. of partly paid-up shares | As a % of total no. of shares of the company | |
| | | As a % of total no. of partly paid-up shares | As a % of total no. of shares of the company |
| Held by promoter/promoter group | 0 | #DIV/0! | 0 |
| Held by public | 0 | #DIV/0! | 0 |
| Total | 0 | #DIV/0! | 0 |
| Outstanding convertible securities:- | No. of outstanding securities | As a % of total no. of shares of the company, assuming full conversion of the convertible securities | |
| | | As a % of total no. of outstanding convertible securities | As a % of total no. of shares of the company, assuming full conversion of the convertible securities |
| Held by promoter/promoter group | 0 | #DIV/0! | 0 |
| Held by public | 0 | #DIV/0! | 0 |
| Total | 0 | #DIV/0! | 0 |
| Warrants:- | No. of warrants | As a % of total no. of shares of the company, assuming full conversion of warrants | |
| | | As a % of total no. of warrants | As a % of total no. of shares of the company, assuming full conversion of warrants |
| Held by promoter/promoter group | 0 | #DIV/0! | 0 |
| Held by public | 0 | #DIV/0! | 0 |
| Total | 0 | #DIV/0! | 0 |
| Total paid-up capital of the company, assuming full conversion of warrants and convertible securities | | | |
| | | | 108606584 |

For Gateway Distriparks Ltd.



R. Kumar
Dy. Chief Executive Officer and
Chief Finance Officer-Cum-Company
Secretary

| Statement Showing Shareholding Pattern | | | | | | | | | |
|--|--|------------------------|------------------------|--|--|----------------------------|------------------|--|-----------------|
| Category code | Category of Shareholder | Number of Shareholders | Total number of shares | Number of shares held in dematerialized form | Total shareholding as a percentage of total number of shares | | | Shares Pledged or otherwise encumbered | As a percentage |
| | | | | | As a percentage of (A+B) ¹ | As a percentage of (A+B+C) | Number of shares | | |
| (I) | (II) | (III) | (IV) | (V) | (VI) | (VII) | (VIII) | (IX) = (VIII)/(IV)*100 | |
| (A) | Shareholding of Promoter and Promoter Group ² | | | | | | | | |
| 1 | Indian | | | | | | | | |
| (a) | Individuals/ Hindu Undivided Family | 9 | 4,435,000 | 4,435,000 | 4.08 | 4.08 | | 0.00 | |
| (b) | Central Government/ State Government(s) | | | | 0.00 | 0.00 | | #DIV/0! | |
| (c) | Bodies Corporate | 1 | 24,200,000 | 24,200,000 | 22.28 | 22.28 | 17,000,000 | 70.25 | |
| (d) | Financial Institutions/ Banks | | | | 0.00 | 0.00 | | #DIV/0! | |
| (e) | Any Others(Specify) | | | | 0.00 | 0.00 | | #DIV/0! | |
| (e-i) | | | | | 0.00 | 0.00 | | #DIV/0! | |
| (e-ii) | | | | | 0.00 | 0.00 | | #DIV/0! | |
| | Sub Total(A)(1) | 10 | 28,635,000 | 28,635,000 | 26.37 | 26.37 | 17,000,000 | 59.37 | |
| 2 | Foreign | | | | | | | | |
| a | Individuals (Non-Residents Individuals/ Foreign Individuals) | 5 | 4,803,500 | 4,803,500 | 4.42 | 4.42 | 3,300,000 | 68.70 | |
| b | Bodies Corporate | 2 | 9,150,187 | 9,150,187 | 8.43 | 8.43 | | 0.00 | |
| c | Institutions | | | | 0.00 | 0.00 | | #DIV/0! | |
| d | Qualified Foreign Investor | | | | 0.00 | 0.00 | | #DIV/0! | |
| e | Any Others(Specify) | | | | 0.00 | 0.00 | | #DIV/0! | |
| e-i | | | | | | | | | |
| e-ii | | | | | | | | | |
| | Sub Total(A)(2) | 7 | 13,953,687 | 13,953,687 | 12.85 | 12.85 | 3,300,000 | 23.65 | |
| | Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2) | 17 | 42,588,687 | 42,588,687 | 39.21 | 39.21 | 20,300,000 | 47.67 | |

| | | | | | | | | | | | | | | | |
|---------|---|--------|-------------|-------------|--------|--------|--|--|--|--|--|--|--|--|---------|
| (B) | Public shareholding | | | | | | | | | | | | | | |
| 1 | Institutions | | | | | | | | | | | | | | |
| (a) | Mutual Funds/ UTI | 39 | 13,843,593 | 13,843,593 | 12.75 | 12.75 | | | | | | | | | |
| (b) | Financial Institutions / Banks | 10 | 6,829,290 | 6,829,290 | 6.29 | 6.29 | | | | | | | | | |
| (c) | Central Government/ State Government(s) | 1 | 1,000 | 1,000 | 0.00 | 0.00 | | | | | | | | | |
| (d) | Venture Capital Funds | | | | | | | | | | | | | | |
| (e) | Insurance Companies | 1 | 100,000 | 100,000 | 0.09 | 0.09 | | | | | | | | | |
| (f) | Foreign Institutional Investors | 93 | 26,430,271 | 26,430,271 | 24.34 | 24.34 | | | | | | | | | |
| (g) | Foreign Venture Capital Investors | | | | | | | | | | | | | | |
| (h) | Qualified Foreign Investor | | | | | | | | | | | | | | |
| (i) | Any Other (specify) | | | | | | | | | | | | | | |
| | Sub-Total (B)(1) | 144 | 47,204,154 | 47,204,154 | 43.46 | 43.46 | | | | | | | | | |
| B 2 | Non-institutions | | | | | | | | | | | | | | |
| (a) | Bodies Corporate | 739 | 4,223,502 | 4,223,390 | 3.89 | 3.89 | | | | | | | | | |
| (b) | Individuals | | | | | | | | | | | | | | |
| I | Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh | 32,706 | 7,290,164 | 7,289,412 | 6.71 | 6.71 | | | | | | | | | |
| II | ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh. | 53 | 1,511,536 | 1,511,536 | 1.39 | 1.39 | | | | | | | | | |
| (c) | Qualified Foreign Investor | | | | | | | | | | | | | | |
| (d) | Any Other (specify) | | | | | | | | | | | | | | |
| (d-i) | Independent Directors | 5 | 1,336,813 | 1,336,813 | 1.23 | 1.23 | | | | | | | | | |
| (d-ii) | Clearing Members & Trusts | 293 | 493,516 | 493,516 | 0.45 | 0.45 | | | | | | | | | |
| (d-iii) | NRI's (including Foreign national) | 604 | 3,958,212 | 3,958,212 | 3.64 | 3.64 | | | | | | | | | |
| | Sub-Total (B)(2) | 34,400 | 18,813,743 | 18,812,879 | 17.32 | 17.32 | | | | | | | | | |
| (B) | Total Public Shareholding (B)= | 34,544 | 66,017,897 | 66,017,033 | 60.79 | 60.79 | | | | | | | | | |
| | (B)(1)+(B)(2) | | | | | | | | | | | | | | |
| | TOTAL (A)+(B) | 34,561 | 108,606,584 | 108,605,720 | 100.00 | 100.00 | | | | | | | | | |
| (C) | Shares held by Custodians and against which Depository Receipts have been issued | | | | | | | | | | | | | | |
| 1 | Promoter and Promoter Group | - | - | - | | | | | | | | | | | #DIV/0! |
| 2 | Public | - | - | - | | | | | | | | | | | 0.00 |
| | Sub-Total (C) | - | - | - | | | | | | | | | | | 0 |
| | GRAND TOTAL (A)+(B)+(C) | 34,561 | 108,606,584 | 108,605,720 | 100.00 | 100.00 | | | | | | | | | 18.69 |
| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
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| | | | | | | | | | | | | | | | |

Per Gateway Distriparks Ltd.

R.K. Kumar

R.K. Kumar
 Dy. Chief Executive Officer and
 Chief Finance Officer-Company Secretary

| Sr.No | Notes |
|-------|---|
| 1 | Name, number of shares held & percentage of shareholding of the entites/persons holding more than 1% of the shares is as per annexure |
| 2 | Total foreign shareholding is 45,672,983 Equity shares, representing 42.05 % of the paid up capital of the company. |
| 3 | The company has no GDRs outstanding as on date. |
| 4 | The shareholdings of our Independent Directors are shown under category "Any other". |
| 5 | |
| 6 | |
| 7 | |
| 8 | |
| 9 | |

For Gateway Distriparks Ltd.



R. Kumar
 Dy. Chief Executive Officer and
 Chief Finance Officer-Cum-Company
 Secretary

(i)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

| Sr. No. | Name of the shareholder | Details of Shares held | | Encumbered shares (*) | | Details of warrants | | Details of convertible securities | | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share |
|---------|----------------------------------|------------------------|---------------------------------------|-----------------------|--|--|-------------------------|---|---------------------------------------|--|
| | | Number of shares held | As a % of grand total (A) + (B) + (C) | No. | As a percentage $(VI) = (V)/(III) * 100$ | As a % of grand total (A) + (B) + (C) of sub-clause (i)(a) | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | |
| | | (iii) | (iv) | (v) | (vi) | (vii) | (viii) | (ix) | (x) | (xi) |
| 1 | Prem Kishan Gupta | 4,000,000 | 3.68 | | 0.00 | 0.00 | | | | |
| 2 | Mamta Gupta | 100,000 | 0.09 | | 0.00 | 0.00 | | | | |
| 3 | Ishaan Gupta | 100,000 | 0.09 | | 0.00 | 0.00 | | | | |
| 4 | Samvid Gupta | 100,000 | 0.09 | | 0.00 | 0.00 | | | | |
| 5 | Arun Agarwal | 135,000 | 0.12 | | 0.00 | 0.00 | | | | |
| 6 | Gopinath Pillai | 1,241,000 | 1.14 | | 0.00 | 0.00 | | | | |
| 7 | Ho Peng Cheong | 262,500 | 0.24 | | 0.00 | 0.00 | | | | |
| 8 | Sat Pal Khattar | 3,300,000 | 3.04 | 3,300,000 | 100.00 | 3.04 | | | | |
| 9 | Prism International Pvt Ltd. | 24,200,000 | 22.28 | 17,000,000 | 70.25 | 15.65 | | | | |
| 10 | Windmill International Pte. Ltd. | 5,475,187 | 5.04 | | 0.00 | 0.00 | | | | |
| 11 | KSP Logistics Ltd | 3,675,000 | 3.38 | | 0.00 | 0.00 | | | | |
| | | | | | #DIV/0! | 0.00 | | | | |
| | | | | | #DIV/0! | 0.00 | | | | |
| TOTAL | | 42,588,687 | 39.21 | 20,300,000 | 47.67 | 18.69 | 0 | #DIV/0! | 0 | #DIV/0! |

(*) The term "encumbrance" has the same meaning as assigned to it in regulation 28(3) of the SAST Regulations, 2011

For Gateway Distriparks Ltd.



B. Kumar
 Dy. Chief Executive Officer and
 Chief Finance Officer-Cum-Company Secretary

(l)(C)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

| Sr. No. | Name of the shareholder | Number of shares held | Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (l)(a) above} | Details of warrants | | Details of convertible securities | | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|---------|--|-----------------------|--|-------------------------|---|---------------------------------------|--|--|
| | | | | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | % w.r.t total number of convertible securities of the same class | |
| 1 | FID FUNDS (MAURITIUS) LIMITED LIFE INSURANCE CORPORATION OF INDIA -AAAC10582H | 7,864,090 | 7.24 | | #DIV/0! | | #DIV/0! | |
| 2 | | 5,680,482 | 5.23 | | #DIV/0! | | #DIV/0! | |
| 3 | GOVERNMENT PENSION FUND GLOBAL ICICI PRUDENTIAL VALUE FUND SERIES 2 - AAAAI0038F | 3,588,557 | 3.30 | | #DIV/0! | | #DIV/0! | |
| 4 | | 3,195,564 | 2.94 | | #DIV/0! | | #DIV/0! | |
| 5 | FIDELITY FUNDS - PACIFIC IDFC STERLING EQUITY FUND - AAETS9556K | 2,489,554 | 2.29 | | #DIV/0! | | #DIV/0! | |
| 6 | | 2,160,000 | 1.99 | | #DIV/0! | | #DIV/0! | |
| 7 | VINOD MOHAN NAIR FRANKLIN TEMPLETON MUTUAL FUND A/C FRANKLIN INDIA PRIMA FUND - AAATT4931H | 2,000,000 | 1.84 | | #DIV/0! | | #DIV/0! | |
| 8 | | 1,541,861 | 1.42 | | #DIV/0! | | #DIV/0! | |
| 9 | ICICI LOMBARD GENERAL INSURANCE MORGAN STANLEY ASIA (SINGAPORE) PTE. | 1,424,500 | 1.31 | | #DIV/0! | | #DIV/0! | |
| 10 | | 1,226,029 | 1.13 | | #DIV/0! | | #DIV/0! | |
| | TOTAL | 31,170,637 | 28.70 | 0 | #DIV/0! | 0 | #DIV/0! | 0 |

For Gateway Distriparks Ltd.



Dr. Umesh Kumar
Chief Financial Officer and
Company Secretary

(l)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

| Sr. No. | Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them | Number of shares | Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (l)(a) above) | Details of warrants | | Details of convertible securities | | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|---------|---|------------------|--|---------------------|---|---------------------------------------|--|--|
| | | | | Number of warrants | As a % total number of warrants of the same class | Number of convertible securities held | % w.r.t total number of convertible securities of the same class | |
| 1 | FID FUNDS (MAURITIUS) LIMITED | 7,864,090 | 7.24 | | #DIV/0! | | #DIV/0! | |
| 2 | LIFE INSURANCE CORPORATION OF INDIA - AAACL0582H | 5,680,482 | 5.23 | | #DIV/0! | | #DIV/0! | |
| 3 | | | 0.00 | | #DIV/0! | | #DIV/0! | |
| 4 | | | 0.00 | | #DIV/0! | | #DIV/0! | |
| 5 | | | 0.00 | | #DIV/0! | | #DIV/0! | |
| 6 | | | 0.00 | | #DIV/0! | | #DIV/0! | |
| 7 | | | 0.00 | | #DIV/0! | | #DIV/0! | |
| 8 | | | 0.00 | | #DIV/0! | | #DIV/0! | |
| 9 | | | 0.00 | | #DIV/0! | | #DIV/0! | |
| 10 | | | 0.00 | | #DIV/0! | | #DIV/0! | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| TOTAL | | 13,544,572 | 12.47 | 0 | #DIV/0! | 0 | #DIV/0! | 0 |

For Gateway Distriparks Ltd.



R. Kumar
 Dy. Chief Executive Officer and
 Chief Financial Officer-Cum-Company Secretary



SHAREHOLDING PATTERN OF THE COMPANY (PRE & POST AMALGAMATION) WITH ITS 100% HOLDING COMPANY - GATEWAY DISTRI PARKS LIMITED

| PRE-AMALGAMATION | | POST AMALGAMATION |
|---|-----------|-------------------|
| | Rs. | |
| 99,000 Equity Shares Of Rs. 100 each held by GATEWAY DISTRI PARKS LIMITED | 9,900,000 | NIL |

For GATEWAY DISTRI PARKS (SOUTH) PVT. LIMITED

R. KUMAR
Duly Constituted Attorney

CIN: U35111TN1994PTC087210

Gateway Distriparks (South) P Limited

Container Freight Station,
200 Ponneri High Road,
Near Andarkuppam Check Post,
New Marali, Chennai 600 103.

Tel : +91 (44) 37971600 (30-Lines)
Fax : +91 (44) 37971601/03
Email : admin @gdl-chennai.com
Web : www.gdl-chennai.com
www.gateway-distriparks.com

ANNEXURE I

The financial details and capital evolution of the transferee/resulting and transferor/demerged companies for the previous 3 years as per the audited statement of Accounts:

Name of the Company: GATEWAY DISTRI PARKS LIMITED

(Rs. in Crores)

| | As per Unaudited Financial Results for nine months ended | As per last Audited Financial Year | 1 year prior to the last Audited Financial Year | 2 years prior to the last Audited Financial Year |
|---------------------------|--|------------------------------------|---|--|
| | 31 Dec 2013 | 2012-13 | 2011-12 | 2010-11 |
| Equity Paid up Capital | 108.61 | 108.50 | 108.28 | 108.00 |
| Reserves and surplus | 532.94 | 552.05 | 580.50 | 570.97 |
| Carry forward losses | - | - | - | - |
| Net Worth | 641.55 | 660.55 | 888.78 | 678.97 |
| Miscellaneous Expenditure | - | - | - | - |
| Secured Loans | 32.72 | 22.88 | 12.44 | 15.40 |
| Unsecured Loans | - | - | - | - |
| Fixed Assets | 172.37 | 191.71 | 164.82 | 180.25 |
| Income from Operations | 146.72 | 205.87 | 226.00 | 186.24 |
| Total Income | 150.16 | 214.14 | 234.81 | 191.50 |
| Total Expenditure | 103.48 | 129.86 | 116.08 | 105.79 |
| Profit before Tax | 46.88 | 84.28 | 118.73 | 85.71 |
| Profit after Tax | 30.78 | 57.56 | 82.01 | 84.83 |
| Cash profit | 44.21 | 72.83 | 97.11 | 99.05 |
| EPS (diluted) | 2.83 | 5.31 | 7.57 | 7.85 |
| Book value | 59.07 | 60.88 | 63.60 | 62.87 |

For GATEWAY DISTRI PARKS LIMITED



R. KUMAR
Dy. CEO & CFO cum Company Secretary

Registered Office :

Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai - 400 707.

Tel. : +91-22-2724 6500 to 12 (Board) • Fax : +91-22-2724 6538 • E-mail: gdclfs@gateway-distriparks.com • Website : www.gateway-distriparks.com

CIN : L74899MH1994PLC164024



ANNEXURE I

The financial details and capital evolution of the transferee/resulting and transferor/de merged companies for the previous 3 years as per the audited statement of Accounts:

Name of the Company: **GATEWAY DISTRI PARKS (SOUTH) PRIVATE LIMITED**

(Rs. in Crores)

| | As per Unaudited Financial Results for nine months ended | As per last Audited Financial Year | 1 year prior to the last Audited Financial Year | 2 years prior to the last Audited Financial Year |
|----------------------------|--|------------------------------------|---|--|
| | 31 Dec 2013 | 2012-13 | 2011-12 | 2010-11 |
| Equity Paid up Capital | 0.99 | 0.99 | 0.99 | 0.99 |
| Reserves and surplus | 94.11 | 82.80 | 63.72 | 44.83 |
| Carry forward losses | - | - | - | - |
| Net Worth | 95.10 | 83.79 | 64.71 | 45.62 |
| Miscellaneous Expenditure | - | - | - | - |
| Secured Loans | 4.44 | 6.95 | 4.81 | - |
| Unsecured Loans | - | - | - | - |
| Fixed Assets | 29.56 | 32.84 | 29.31 | 25.27 |
| Income from Operations | 38.96 | 61.14 | 64.17 | 39.28 |
| Total Income | 41.28 | 65.67 | 66.26 | 40.18 |
| Total Expenditure | 24.01 | 37.30 | 37.95 | 28.19 |
| Profit before Tax | 17.27 | 28.37 | 28.31 | 11.99 |
| Profit after Tax | 11.31 | 19.09 | 19.09 | 11.35 |
| Cash profit | 14.23 | 22.57 | 21.77 | 12.63 |
| EPS (Rs. Per share) | 1,142.23 | 1,927.73 | 1,928.33 | 1,146.08 |
| Book value (Rs. Per share) | 960.61 | 845.56 | 653.64 | 460.81 |

For GATEWAY DISTRI PARKS (SOUTH) PRIVATE LIMITED

R. KUMAR
Authorised Signatory

GATEWAY DISTRI PARKS (SOUTH) PVT. LTD

Container Freight Station,

Site & Registered office Address::

No. 200 Ponneri High Road, Manali New Town, Chennai -600 103.

Tel : +91 (44) 37971600 (30-Lines) , Fax : +91 (44) 37971601/03.

Email: chennaifs@gateway-distriparks.com, Web: www.gdl-chennai.com & www.gateway-distriparks.com

CIN: U35111TN1994PTC087210



Name of the Company: GATEWAY DISTRI PARKS LIMITED
 Quarter ending on: 31 Dec 2013

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|--|-----------------------------|--------------------------|---------------|
| I Board of Directors | 49 I | | |
| (A) Composition of Board | 49(IA) | Yes | |
| (B) Non-executive Directors' Compensation & Disclosures | 49 (IB) | Yes | |
| (C) Other Provisions as to Board and Committees | 49 (IC) | Yes | |
| D) Code of Conduct | (49 (ID) | Yes | |
| II. Audit Committee | 49 (II) | | |
| (A) Qualified & Independent Audit Committee | 49 (IIA) | Yes | |
| (B) Meeting of Audit Committee | 49 (IIB) | Yes | |
| (C) Powers of Audit Committee 49 | 49 (IIC) | Yes | |
| (D) Role of Audit Committee | 49 II(D) | Yes | |
| (E) Review of Information by Audit Committee | 49 (IIE) | Yes | |
| III. Subsidiary Companies | 49 (III) | Yes | |
| IV. Disclosures | 49 (IV) | Yes | |
| (A) Basis of Related Party Transactions | 49 (IV A) | Yes | |
| (B) Disclosure of Accounting Treatment | 49 (IV B) | Yes | |
| (C) Board Disclosures | 49 (IV C) | Yes | |
| (D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc. | 49 (IV D) | N.A. | |
| (E) Remuneration of Directors | 49 (IV E) | Yes | Annual Report |
| (F) Management | 49 (IV F) | Yes | Annual Report |
| (G) Shareholders | 49 (IV G) | Yes | |
| V. CEO/CFO Certification | 49 (V) | Yes | |
| VI. Report on Corporate Governance | 49 (VI) | Yes | Annual Report |
| VII. Compliance | 49 (VII) | Yes | Annual Report |

For GATEWAY DISTRI PARKS LTD



R. Kumar
 Dy. Chief Executive Officer and
 Chief Finance Officer -cum - Company Secretary

CIN : L74899MH1994PLC164024

Registered Office :

Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai - 400 707.

Tel. : +91-22-2724 6500 to 12 (Board) • Fax : +91-22-2724 6538 • E-mail: gdlcfs@gateway-distriparks.com • Website : www.gateway-distriparks.com

Agreement

Name of the Company: GATEWAY DISTRI PARKS LIMITED

Quarter ending on: 31 Mar 2014

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|--|-----------------------------|--------------------------|---------------|
| I Board of Directors | 49 I | | |
| (A) Composition of Board | 49(IA) | Yes | |
| (B) Non-executive Directors' Compensation & Disclosures | 49 (IB) | Yes | |
| (C) Other Provisions as to Board and Committees | 49 (IC) | Yes | |
| D) Code of Conduct | (49 (ID) | Yes | |
| II. Audit Committee | 49 (II) | | |
| (A) Qualified & Independent Audit Committee | 49 (IIA) | Yes | |
| (B) Meeting of Audit Committee | 49 (IIB) | Yes | |
| (C) Powers of Audit Committee 49 | 49 (IIC) | Yes | |
| (D) Role of Audit Committee | 49 II(D) | Yes | |
| (E) Review of Information by Audit Committee | 49 (IIE) | Yes | |
| III. Subsidiary Companies | 49 (III) | Yes | |
| IV. Disclosures | 49 (IV) | Yes | |
| (A) Basis of Related Party Transactions | 49 (IV A) | Yes | |
| (B) Disclosure of Accounting Treatment | 49 (IV B) | Yes | |
| (C) Board Disclosures | 49 (IV C) | Yes | |
| (D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc. | 49 (IV D) | N.A. | |
| (E) Remuneration of Directors | 49 (IV E) | Yes | Annual Report |
| (F) Management | 49 (IV F) | Yes | Annual Report |
| (G) Shareholders | 49 (IV G) | Yes | |
| V. CEO/CFO Certification | 49 (V) | Yes | |
| VI. Report on Corporate Governance | 49 (VI) | Yes | Annual Report |
| VII. Compliance | 49 (VII) | Yes | Annual Report |

For GATEWAY DISTRI PARKS LTD



R. Kumar

Dy. Chief Executive Officer and
Chief Finance Officer –cum – Company Secretary

Registered Office : **CIN : L74899MH1994PLC164024**

Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai - 400 707.

Tel. : +91-22-2724 6500 to 12 (Board) • Fax : +91-22-2724 6538 • E-mail: gdlcfs@gateway-distriparks.com • Website : www.gateway-distriparks.com

ANNEXURE III

Format for Complaints Report:

Part A

| Sr. No. | Particulars | Number |
|---------|--|--------|
| 1. | Number of complaints received directly | |
| 2. | Number of complaints forwarded by Stock Exchange | |
| 3. | Total Number of complaints/comments received (1+2) | |
| 4. | Number of complaints resolved | |
| 5. | Number of complaints pending | |

Part B

| Sr. No. | Name of complainant | Date of complaint | Status (Resolved/Pending) |
|---------|---------------------|-------------------|---------------------------|
| 1. | | | |
| 2. | | | |
| 3. | | | |

The Complaints report will be submitted within 7 days of expiry of 21 days from the date of filing.

For GATEWAY DISTRIPARKS LIMITED



R. KUMAR
Dy. CEO & CFO cum Company Secretary

CIN : L74899MH1994PLC164024

Registered Office :

Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai - 400 707.

Tel. : +91-22-2724 6500 to 12 (Board) • Fax : +91-22-2724 6538 • E-mail: gdlcfs@gateway-distriparks.com • Website : www.gateway-distriparks.com



ANNEXURE IV

Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013

Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of GATEWAY DISTRI PARKS LIMITED

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

| Sr. No. | Requirements as per CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013 | Whether Complied or not & How |
|---|--|--|
| 1. | Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI. | Yes. NSE is the Designated Stock Exchange. |
| Compliance as per Part A, Annexure I to the Circular | | |
| 2. | Documents to be submitted: | |
| 2.a | Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc. | Yes. |
| 2.b | Valuation Report from Independent Chartered Accountant | Valuation report from the Company Secretary attached. |
| 2.c | Report from the Audit Committee recommending the Draft Scheme | Attached |
| 2.d | Fairness opinion by merchant banker | Attached |
| 2.e | Pre and post amalgamation shareholding pattern of unlisted company | Attached |
| 2.f | Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company; | Attached |
| 2.g | Compliance with Clause 49 of Listing Agreement | Attached |
| 2.h | Complaints Report | Shall be submitted within 7 days of expiry of 21 days. |
| 3. | The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956 | N.A. |
| 4. | At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity. | N.A. |

For Gateway Distriparks Ltd.

R. Kumar
Dy. Chief Executive Officer and
Chief Finance Officer-Cum-Company
Secretary

CIN : L74899MH1994PLC164024

Registered Office :

Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai - 400 707.

| | | |
|----|--|-----------------------------|
| 5. | The transferee entity will not issue/reissue any shares, not covered under the Draft scheme. | No |
| 6. | As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised. | No warrants are outstanding |
| 7. | The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period. | N.A. |

Date: May 15, 2014



R. KUMAR
Dy. CEO & CFO cum Company Secretary

Registered Office :

Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai - 400 707.

Tel. : +91-22-2724 6500 to 12 (Board) • Fax : +91-22-2724 6538 • E-mail: gdlcfs@gateway-distriparks.com • Website : www.gateway-distriparks.com

CIN : L74899MH1994PLC164024

The Board of Directors

Gateway Distriparks Limited
Sector - 6, Dronagiri Taluka - Uran
District Raigad
Navi Mumbai - 400 707

Auditors' Certificate

- 1) This certificate is issued in accordance with the terms of our agreement dated February 17, 2014.
- 2) The accompanying undertaking approved by the Board in its meeting held on January 31, 2014 (the "Undertaking") stating the reasons for non applicability of Paragraph 5.16 (a) of circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by the Securities Exchange Board of India ("SEBI") (hereinafter referred to as the "Circular") has been prepared by the Management of Gateway Distriparks Limited (the 'Company') pursuant to the requirements of paragraph 5.16(b) of the Circular in connection with its proposed scheme of arrangement between the Company and Gateway Distriparks (South) Private Limited and their respective shareholders and creditors (hereinafter referred to as the "Proposed Scheme"). We have initialled the Undertaking for identification purpose only.

Management's Responsibility for the Undertaking

- 3) The preparation of the Undertaking is the responsibility of the Management of the Company including the creation and maintenance of all accounting and other records supporting the contents of the Scheme. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Undertaking.
- 4) The Management is also responsible for ensuring that the Company complies with the requirements of the Circular and the Companies Act, 1956 in relation to the Proposed Scheme and for providing all the information to the Bombay Stock Exchange and National Stock Exchanges (together referred to as "Stock Exchanges.").

Auditors' Responsibility

- 5) Pursuant to the Circular, it is our responsibility to examine the Proposed Scheme and certify whether the requirements in Paragraph 5.16 (a) as set out in the Undertaking are applicable to the Proposed Scheme.
- 6) We conducted our examination in accordance with the 'Guidance Note on Audit Reports and Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India.

Conclusion

- 7) Based on our examination as above, and the information and explanations furnished to us, we certify that, to the best of our knowledge, the requirements in Paragraph 5.16(a) of the Circular as set out in the Undertaking are not applicable to the Proposed Scheme.

Restrictions on Use

- 8) Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Circular. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this certificate nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.
- 9) This certificate has been issued for the sole use of the Board of Directors of the Company, to whom it is addressed, to enable the Company to make its application to the Stock Exchanges and should not be used by any other person or for any other purpose. Price Waterhouse, neither accepts nor assumes any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our prior consent in writing.

For **Price Waterhouse**
Firm Registration Number: FRN 301112E
Chartered Accountants



Partha Ghosh
Partner
Membership Number: 55913

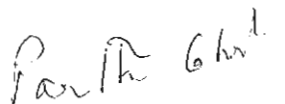
Mumbai
February 21, 2014

To,
The Board of Directors,

Gateway Distriparks Limited
Sector - 6, Dronagiri Taluka - Uran
District Raigad
Navi Mumbai - 400 707

1. This certificate is issued in supersession of the earlier report dated February 21, 2014 issued in terms our engagement letter dated February 17, 2014.
2. We, the statutory auditors of Gateway Distriparks Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 12 of the Draft Scheme of Amalgamation between Gateway Distriparks Limited and Gateway Distriparks (South) Private Limited in terms of the provisions of sections 391 to 394 of the Companies Act, 1956 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 1956 and Other Generally Accepted Accounting Principles.
3. The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved.
4. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.
5. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.
6. Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with Clause 24(i) of the Listing Agreement and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 1956.
7. This Certificate is issued at the request of the Company pursuant to the requirements of clause 24(i) of the Listing Agreement for onward submission to the BSE Ltd. and National Stock Exchange of India Ltd. This Certificate should not be used for any other purpose without our prior written consent.

For **Price Waterhouse**
Firm Registration Number: FRN 301112E
Chartered Accountants



Partha Ghosh
Partner
Membership No: 55913

Place: Mumbai
Date: April 28, 2014



Undertaking in relation to non-applicability of requirements prescribed in Para 5.16(a) of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 ("Original SEBI Circular") read with SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 ("Revised SEBI Circular") in respect of Scheme of Arrangement:

This is in connection with the Scheme of Arrangement between Gateway Distriparks Limited ('the Transferee Company') and Gateway Distriparks (South) Private Limited ('the Transferor Company') and pursuant to the Original SEBI Circular and Revised SEBI Circular wherein SEBI has mandated all listed Companies to ensure that the Scheme submitted with the Honourable High Court for sanction, provides for voting by public shareholders through postal ballot and e-voting in certain cases, in terms of Para 5.16(a) of the Circular.

Accordingly, Gateway Distriparks Limited hereby undertakes that the requirement of Para 5.16(a) of the Original SEBI Circular as modified by the Revised SEBI Circular pertaining to voting by Public Shareholders through postal ballot and e-voting is not applicable to the Company for the following reasons:

1) Para 5.16 (a)(i)

Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed company,

Reason for non-applicability

This clause is not applicable in our case as upon the merger coming into effect, the following has been envisaged:

Upon the coming into effect of this Scheme, since the Transferor Company is a wholly owned subsidiary of the Transferee Company, no equity shares or other shares of the Transferee Company shall be allotted in lieu or exchange of holding of the shares in the Transferor Company by the Transferee Company and the share capital of the Transferor Company shall stand cancelled and deemed to be cancelled and extinguished without any further act or deed with effect from the Appointed Date. Accordingly, no shares would be allotted to the promoter / promoter group, related parties of the promoter / promoter group, associates of promoter / promoter group or subsidiary(s) of promoter / promoter group of the Transferee Company pursuant to the Scheme.

2) Para 5.16(a)(ii)

Where the Scheme of Arrangement involves the listed company and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group,



Registered Office :

Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai - 400 707.



Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.

Reason for non-applicability

This clause is not applicable in our case as the Scheme is envisaged between Gateway Distriparks Limited and its wholly owned subsidiary i.e. Gateway Distriparks (South) Private Limited and thus it does not involve any arrangement between Gateway Distriparks Limited and Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.

3) Para 5.16(a)(iii)

Where the parent listed company has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter/Promoter Group of the parent listed company, and if that subsidiary is being merged with the parent listed company under the Scheme.

Reason for non-applicability

This clause is not applicable as Gateway Distriparks Limited has not acquired the equity shares of Gateway Distriparks (South) Private Limited, by paying consideration in cash or in kind in the past to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter/Promoter Group of the parent listed company,

In light of the above, Gateway Distriparks Limited is not required to seek approval of the public shareholders through postal ballot and e-voting in relation to the Scheme of Arrangement between Gateway Distriparks Limited and Gateway Distriparks (South) Private Limited This undertaking of non-applicability of paragraph 5.16 (a) of the said SEBI Circular is given accordingly.

For Gateway Distriparks Limited

Prem Kishan Gupta

PREM KISHAN GUPTA

Dy. Chairman & Managing Director



Date: 21-FEB-2014

Place: New Delhi

Registered Office :

Sector 6, Deonagiri, Taluka Uran, District Raigad, Navi Mumbai - 400 707.

Tel. : +91-22-2724 6500 to 12 (Board) • Fax : +91-22-2724 6538 • E-mail: gdlcfs@gateway-distriparks.com • Website : www.gateway-distriparks.com

The Board of Directors

Gateway Distriparks Limited
Sector - 6, Dronagiri Taluka - Uran
District Raigad
Navi Mumbai - 400 707

1. This report is issued in accordance with the terms of our agreement dated February 17, 2014.
2. The accompanying Scheme of Amalgamation of Gateway Distriparks (South) Private Limited with Gateway Distriparks Limited ("the Scheme"), specifies the accounting treatment under clause 12, which we have initialed for identification purposes only. The Scheme has been approved by the Board of Directors of Gateway Distriparks (South) Private Limited and Gateway Distriparks Limited in their meetings held on February 4, 2013 and February 6, 2013.

Managements' Responsibility

3. The Company's Management is responsible for ensuring that the Company complies with the requirements of the Scheme and for providing all relevant information to the Securities and Exchange Board of India.

Auditors Responsibility

4. Pursuant to the requirements of the clause 24(i) of the Equity Listing Agreement (the "Clause"), it is our responsibility to obtain reasonable assurance and form an opinion as to whether proposed accounting treatment specified in Clause 12 of the Scheme to prepare the amalgamated financial statements of Gateway Distriparks Limited is in compliance with the accounting standards notified under Section 211(3C) of the Companies Act, 1956 of India.
5. Our examination was carried out in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India.

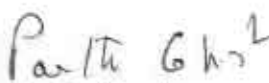
Opinion

6. Based on our examination, as above, and according to the information and explanations given to us, we report that the proposed accounting treatment specified in Clause 12 of the Scheme to prepare the amalgamated financial statements of Gateway Distriparks Limited is in compliance with the accounting standards notified under Section 211(3C) of the Companies Act, 1956 of India and as issued and applicable on the date of this report.

Restrictions on Use

7. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Clause. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.
8. This report is addressed to and provided to the Board of Directors of Gateway Distriparks Limited in accordance with the Clause inserted vide Circular No. CIR/CFD/DIL/1/2010 dated April 5, 2010 of Securities and Exchange Board of India for the sole purpose of submission by it to the Bombay Stock Exchange and National Stock Exchanges along with the Scheme with a view to obtaining the 'no objection certificate' as required under clause 24(f) of the Listing Agreement, and should not be used by any other person or for any other purpose. We Price Waterhouse, do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For **Price Waterhouse**
Firm Registration Number: FRN 301112E
Chartered Accountants



Partha Ghosh
Partner
Membership No: 55913

Place: Mumbai
Date: February 21, 2014